



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 7344707

The Registrar of Companies for England and Wales, hereby certifies that

P1 MARINE FOUNDATION

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **12th August 2010**



N07344707J



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company



A fee is payable with this form.
Please see 'How to pay' on the last page

What this form is for
You may use this form to register a
private or public company

What this form is NOT for
You cannot use this form to
register a limited liability partnership
this, please use form LL IN01

THURSDAY



LD1 12/08/2010 61
COMPANIES HOUSE



Part 1 Company details

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

The Pl Marine Foundation

For official use

7344707

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☒ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number 80

Street South Audley Street

Post town London

County/Region London

Postcode W 1 K 1 J H

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title *	MR
Full forename(s)	ASIF
Surname	RANGOONWALA
Former name(s) ②	

① Corporate appointments
For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

Building name/number	'The Company's Registered Office'
Street	
Post town	
County/Region	
Postcode	
Country	

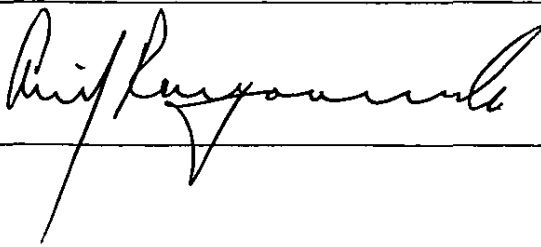
③ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ④**

I consent to act as secretary of the proposed company named in **Section A1**

Signature	Signature X  X
-----------	--

④ Signature
The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary**C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3** only→ **No** Complete **Section C4** only**C3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5**Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

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Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title *	MR
Full forename(s)	ASIF
Surname	RANGOONWALA
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	d ₁ d ₅ m ₁ m ₁ y ₁ y ₉ y ₅ y ₇
Business occupation (if any) ④	BUSINESSMAN

- ① Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- ④ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

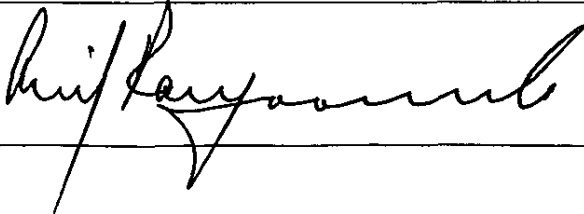
Building name/number	'The Company's Registered Office'
Street	
Post town	
County/Region	
Postcode	
Country	

- ⑤ Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

- ⑥ Signature**
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title *	MR
Full forename(s)	ROY DENIS
Surname	MANTLE
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Date of birth	d ₁ d ₅ m ₀ m ₁ y ₁ y ₉ y ₅ y ₀
Business occupation (if any) ④	Sports Marketing Consultant

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	'The Company's Registered Office'
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

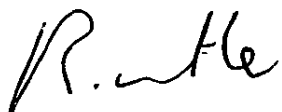
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director**E1****Corporate director appointments ①**

Please use this section to list all the corporate directors taken on formation

Name of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2**Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3 only**→ **No** Complete **Section E4 only****E3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/
firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**E4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ④If applicable, the
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5**Signature ⑤**I consent to act as director of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate director of the proposed company

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)**.**F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ④

① Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium

② Total number of issued shares in this class

③ Number of shares issued multiplied by
nominal value of each share**Continuation Pages**Please use a Statement of Capital continuation
page if necessary

F4**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to **Part 5** (Statement of compliance)**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	ASIF									
Surname 1	RANGOONWALA									
Address 2	80 South Audley Street									
	London, United Kingdom									
Postcode	W	1	K		1	J	H			
Amount guaranteed 3	£1.00									

Subscriber's details

Forename(s) 1	ROY DENIS									
Surname 1	MANTLE									
Address 2	80 South Audley Street									
	London, United Kingdom									
Postcode	W	1	K		1	J	H			
Amount guaranteed 3	£1 00									

Subscriber's details

Forename(s) 1										
Surname 1										
Address 2										
Postcode										
Amount guaranteed 3										

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Application to register a company

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

Part 5**Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1**Statement of compliance delivered by the subscribers ①**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	TAYLOR WESSING LLP									
Building name/number	5									
Street	NEW STREET SQUARE									
Post town										
County/Region	LONDON									
Postcode	E	C	3	A		3	T	W		
Country	UNITED KINGDOM									
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with									
Agent's signature	Signature X <i>Taylor Wessing LLP</i> X									

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Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Taylor Wessing LLP

Address

Post town

County/Region

Postcode

Country

DX 41 London London - Chancery Lane

Telephone +44 (0)207 300 7000



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☐ At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Company number

Charity number

P1 Marine Foundation

MEMORANDUM
AND
ARTICLES
OF ASSOCIATION
OF P1 MARINE FOUNDATION

Incorporated on

2010

5 New Street Square | London EC4A 3TW
Tel +44 (0)20 7300 7000
Fax +44 (0)20 7300 7100
DX 41 London
www.taylorwessing.com

TaylorWessing

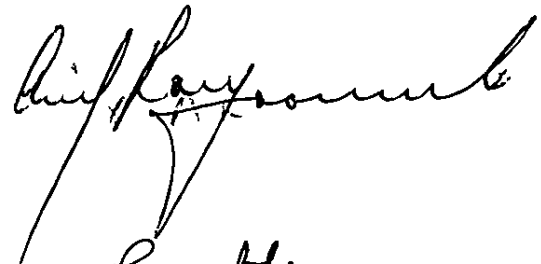
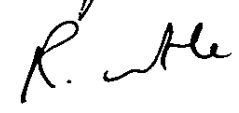
Berlin, Brussels, Cambridge, Dubai, Düsseldorf, Frankfurt, Hamburg, London, Munich, Paris
Representative offices: Alicante, Beijing, Shanghai. Associated office: Warsaw

COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF
P1 MARINE FOUNDATION

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

NAMES	OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
-------	----------------	---------------------------

MR ASIF RANGOONWALA



R. Mantle
Y R M

MR ROY DENIS MANTLE

Date 28 July

2010

COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
P1 MARINE FOUNDATION

1. OBJECTS

The objects of the Charity are

- 1 1 To promote for the benefit of the public the conservation, protection and improvement of the physical and natural marine environment, and
- 1 2 To advance the education of the public in the conservation, protection and improvement of the marine environment,

(together the ""Objects")

2. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects

- 2 1 To promote or carry out research
- 2 2 To provide advice
- 2 3 To publish or distribute information
- 2 4 To co-operate with other bodies
- 2 5 To support, administer or set up other charities
- 2 6 To raise funds (but not by means of **taxable trading** save where this is incidental to trading in pursuit of the Charity's Objects
- 2 7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 2 8 To acquire or hire property of any kind
- 2 9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 2 10 To make grants or loans of money and to give guarantees
- 2 11 To set aside funds for special purposes or as reserves against future expenditure

- 2 12 To deposit or invest funds in any manner (but to invest only after obtaining advice from a **financial expert** and having regard to the suitability of investments and the need for diversification)
- 2 13 To delegate the management of investments to a financial expert, but only on terms that
- (a) the investment policy is set down in writing for the financial expert by the **Trustees**,
 - (b) every transaction is reported promptly to the Trustees,
 - (c) the performance of the investments is reviewed regularly with the Trustees,
 - (d) the Trustees are entitled to cancel the delegation arrangement at any time,
 - (e) the investment policy and the delegation arrangement are reviewed at least once a **year**,
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt,
 - (g) the financial expert must not do anything outside the powers of the Trustees
- 2 14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 2 15 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 2 16 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the **Trustee** concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 2 17 Subject to clause 6, to employ paid or unpaid agents, staff or advisers
- 2 18 To enter into contracts to provide services to or on behalf of other bodies
- 2 19 To establish subsidiary companies to assist or act as agents for the Charity
- 2 20 To pay the costs of forming the Charity
- 2 21 To do anything else within the law which promotes or helps to promote the Objects

3 THE TRUSTEES

- 3 1 The Trustees as **charity trustees** have control of the Charity and its property and funds
- 3 2 The Trustees when complete consist of at least two and not more than ten individuals
- 3 3 The subscribers to the Memorandum are the first Trustees of the Charity

- 3 4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- 3 5 A Trustee's term of office automatically terminates if he or she
- (a) is disqualified under the Charities Act 1993 from acting as a charity trustee,
 - (b) is incapable, whether mentally or physically, of managing his or her own affairs,
 - (c) is absent from six consecutive meetings of the Trustees,
 - (d) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office), or
 - (e) is removed by resolution passed by at least three quarters of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views
- 3 6 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- 3 7 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

4 PROCEEDINGS OF TRUSTEES

- 4 1 The Trustees must hold at least four meetings each year
- 4 2 A quorum at a meeting of the Trustees is two Trustees (or 50% of the Trustees if greater)
- 4 3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4 4 The Chairperson or (if the Chairperson is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4 5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4 6 Except for the chairperson of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5 POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity

- 5 1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the 2006 Act,
- 5 2 to appoint a Chairperson, Treasurer and other honorary officers from among their number,
- 5 3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least two members of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees),
- 5 4 to make Standing Orders consistent with **these Articles** and the 2006 Act to govern proceedings at general meetings,
- 5 5 to make Rules consistent with these Articles and the 2006 Act to govern proceedings at their meetings and at meetings of committees,
- 5 6 to make Regulations consistent with these Articles and the 2006 Act to govern the administration of the Charity and the use of its seal (if any),
- 5 7 to establish procedures to assist the resolution of disputes within the Charity,
- 5 8 to exercise any powers of the Charity which are not reserved to a general meeting

6 BENEFITS AND CONFLICTS

- 6 1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the **members** of the Charity but
 - (a) members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied,
 - (b) members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity,
 - (c) members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity,
 - (d) individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity
- 6 2 A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except
 - (a) as mentioned in clauses 2 16, 6 1(b), 6 1(c) or 6 3,
 - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity,
 - (c) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings),
 - (d) payment to any company in which a Trustee has no more than a 1 per cent shareholding,
 - (e) in exceptional cases, other payments or benefits (but only with the written approval of the **Commission** in advance)

- 6 3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
- (a) the goods or services are actually required by the Charity,
 - (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 6 4,
 - (c) no more than one half of the Trustees are subject to such a contract in any financial year
- 6 4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must
- (a) declare an interest at or before discussion begins on the matter,
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information,
 - (c) not be counted in the quorum for that part of the meeting,
 - (d) withdraw during the vote and have no vote on that matter
- 6 5 This clause may not be amended without the prior written consent of the **Commission**

7. RECORDS & ACCOUNTS

- 7 1 The Trustees must comply with the requirements of the 2006 Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
- (a) annual reports,
 - (b) annual returns,
 - (c) annual statements of account
- 7 2 The Trustees must keep proper records of
- (a) all proceedings at general meetings,
 - (b) all proceedings at meetings of the Trustees,
 - (c) all reports of committees, and
 - (d) all professional advice obtained
- 7 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- 7 4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

8. MEMBERSHIP

- 8 1 The number of members with which the company proposes to be registered is unlimited
- 8 2 The Charity must maintain a register of members
- 8 3 **Membership** of the Charity is open to any individual or organisation interested in promoting the Objects who is appointed by a resolution of the Trustees and signs the register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an **authorised representative**
- 8 4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 8 5 Membership is terminated if the member concerned
- (a) gives written notice of resignation to the Charity,
 - (b) dies or (in the case of an organisation) ceases to exist,
 - (c) is six **months** in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due), or
 - (d) is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within **14 clear days** after receiving notice)
- 8 6 Membership of the Charity is not transferable

9. GENERAL MEETINGS

- 9 1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least clear 21 days written notice specifying the business to be discussed
- 9 2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least two (or 50% of the members if greater)
- 9 3 The Chairperson or (if the Chairperson is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 9 4 Except where otherwise provided by the **Act**, every issue is decided by a majority of the votes cast
- 9 5 In the case of an equality of votes, whether on a show of hands or on a poll, no person shall have a second or casting vote
- 9 6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 9 7 The Charity must hold an **AGM** in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation

9 8 At an AGM the members

- (a) receive the accounts of the Charity for the previous financial year,
- (b) receive the Trustees' report on the Charity's activities since the previous AGM,
- (c) elect persons to be Trustees to fill the vacancies arising,
- (d) appoint auditors for the Charity,
- (e) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity, and
- (f) discuss and determine any issues of policy or deal with any other business put before them

9 9 At any general meeting the members may

- (a) elect persons to be Trustees to fill the vacancies arising,
- (b) confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity, and
- (c) discuss and determine any issues of policy or deal with any other business put before them

9 10 A general meeting other than an AGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least two members

10. LIMITED LIABILITY

The liability of members is limited to the amount of the guarantee set out in clause 11

11. GUARANTEE

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

12. NOTICES

12 1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any newsletter distributed by the Charity

12 2 The only address at which a member is entitled to receive notices is the address shown in the register of members

12 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address,

- (b) two clear days after being sent by first class post to that address,
- (c) three clear days after being sent by second class or overseas post to that address,
- (d) on the date of publication of a newspaper containing the notice,
- (e) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
- (f) as soon as the member acknowledges actual receipt

12 4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

13. DISSOLUTION

13 1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways

- (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same or as similar to the Objects,
- (b) directly for the Objects or charitable purposes within or similar to the Objects,
- (c) in such other manner consistent with charitable status as the Commission approve in writing in advance

13 2 A final report and statement of account must be sent to the Commission

14. INTERPRETATION

14 1 In these Articles

"2006 Act" means the Companies Act 2006,

"AGM" means an annual general meeting of the Charity,

"these Articles" means these articles of association,

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary,

"Chairperson" means the chairperson of the Trustees,

the "Charity" means the company governed by these Articles,

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993,

"clear day" means 24 hours from midnight following the relevant event,

the "Commission" means the Charity Commissioners for England and Wales,

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000,

"material benefit" means a benefit which may not be financial but has a monetary value,

"member" and "membership" refer to membership of the Charity,

"Memorandum" means the Charity's Memorandum of Association,

"month" means calendar month,

the "Objects" means the Objects of the Charity as defined in clause 1,

"Secretary" means the Secretary of the Charity,

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects,

"Trustee" means a director of the Charity and "Trustees" means all of the directors,

"written" or "in writing" refers to a legible document on paper including a fax message,

"year" means calendar year

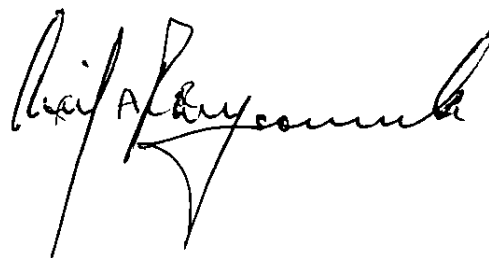
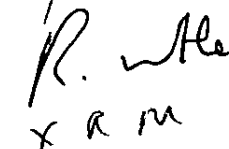
- 14 2 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

Each subscriber to these Articles of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

MR ASIF RANGOONWALA
123 George Street
London
W1H 7HH



x R M

MR ROY DENIS MANTLE
Flat D
43 Crawford Street
London
W1H 1JR

Date 28 July

2010